

2025 MEMBER NOMINATED DIRECTOR ELECTIONS

Candidate Pack



OWNED BY YOU.
RIGHT BY YOU.

DEAR FELLOW MEMBER-OWNER,

At Co-op, we are different. We're not owned by a wealthy few - we're owned by our 6m members, who are at the heart of everything we do, and we exist to create value for them. 180 years after we were founded in Rochdale, our Co-op and co-operative business model have never been more relevant. Being a successful modern co-operative business is at the heart of our vision and plans to grow.

Our Board and 100-strong National Members' Council work together for our members to ensure their needs and their voices are central to their Co-op's decisions and priorities. Our Board Directors are also member-owners of our Co-op and how we are run is part of what makes us different.

Our member-owners pick our leaders and in April-May 2025, millions of our members will have the opportunity to vote for two fellow member-owners to sit on our Board as Member Nominated Directors.

Being a director of our Co-op is both a privilege and a significant responsibility. This is no ordinary non-executive director role. You will be accountable to our 6m member-owners and will be their representatives in setting the strategic direction and overseeing the performance of our

Co-op - an £11.4bn complex business operating across food retail, food wholesale (business to business) and life services.

We are looking for passionate member-owners who are inclusive and credible leaders with a strong commercial track record and growth mindset. You'll also need to demonstrate a clear commitment and understanding of co-operative business models and our unique values and principles. Member Nominated Director and Member Nominated Director Joint Selection and Approvals Committee Member, Kate Allum, shares her experience of being a Board Member and what we are looking for in this **video**.

If you have the necessary skills and experience, share our commitment to co-operative business models and our unique values and principles, and want to play an important part in driving our strategy to grow our Co-op for the benefit of our member-owners, we want to hear from you.

Debbie White, Chair of Co-op Group

Denise Scott-McDonald, President of Co-op's National Members' Council

OUR CO-OP – THE CO-OP GROUP

The Co-op Group has nearly 55,000 colleagues and a presence in every postal area in the country.

Being member-owned guides our thinking and helps us to understand where and how we can make the biggest impact for our member-owners; whilst we are a fiercely commercial organisation operating in some highly competitive markets, we are not driven solely to create profit for investors. Since our founding in 1884, we have been on a relentless quest to do the right thing for people, community and the planet: a better way of doing business. We're owned by you, so we can do right by you. While the world has changed since 1844, the need for a co-operative business that successfully serves its member-owners remains as relevant and important as ever. Our vision, 'Co-operating to build more value for our member-owners every day', embraces our heritage and Co-operative Values and Principles, continuing to place our member-owners at the heart of all we do.

Our ambition is to reach 8m active member-owners by 2030. We aim to be a Co-op that's recognised for the value it creates for its member-owners, its responsiveness to their needs, and its positive impact on wider society.

We want to be loud and proud about who we are, why we are different and why that difference matters. This includes telling our story as a member-owned organisation and why being a member-owner of our Co-op is different to being part of a loyalty scheme. We are also part of a wider Co-operative Movement. The importance of clearly articulating the value of co-operation and member-ownership, and our opportunity to do so, will be amplified over the coming years with the UK Government's manifesto pledge to double the size of the UK's co-operative and mutuals sector, and with the UN General Assembly declaring 2025 as the International Year of Co-operatives.



‘CO-OPERATING TO BUILD MORE VALUE FOR OUR MEMBER-OWNERS EVERY DAY’

All co-ops are owned by their members and are run in accordance with the same set of Co-operative Values and Principles. Our values and principles describe a different, fairer and better way of doing business that guides our Co-op in fulfilling its purpose of ‘Co-operating to build more value for our member-owners every day’.

All of our directors are required to demonstrate a strong commitment to our values and principles.

THE CO-OPERATIVE VALUES ARE:

**CARING FOR
OTHERS**

DEMOCRACY

EQUITY

EQUALITY

HONESTY

OPENNESS

SELF-HELP

**SELF-
RESPONSIBILITY**

SOLIDARITY

**SOCIAL
RESPONSIBILITY**

THE SEVEN CO-OPERATIVE PRINCIPLES ARE:

VOLUNTARY AND OPEN MEMBERSHIP

Membership is open to everyone

DEMOCRATIC MEMBER CONTROL

All members have an equal voice in making policies and electing representatives

MEMBER ECONOMIC PARTICIPATION

All profits are controlled democratically by members and for their benefit

AUTONOMY AND INDEPENDENCE

Co-operatives are always independent, even when they enter into agreements with the Government and other organisations

EDUCATION, TRAINING AND INFORMATION

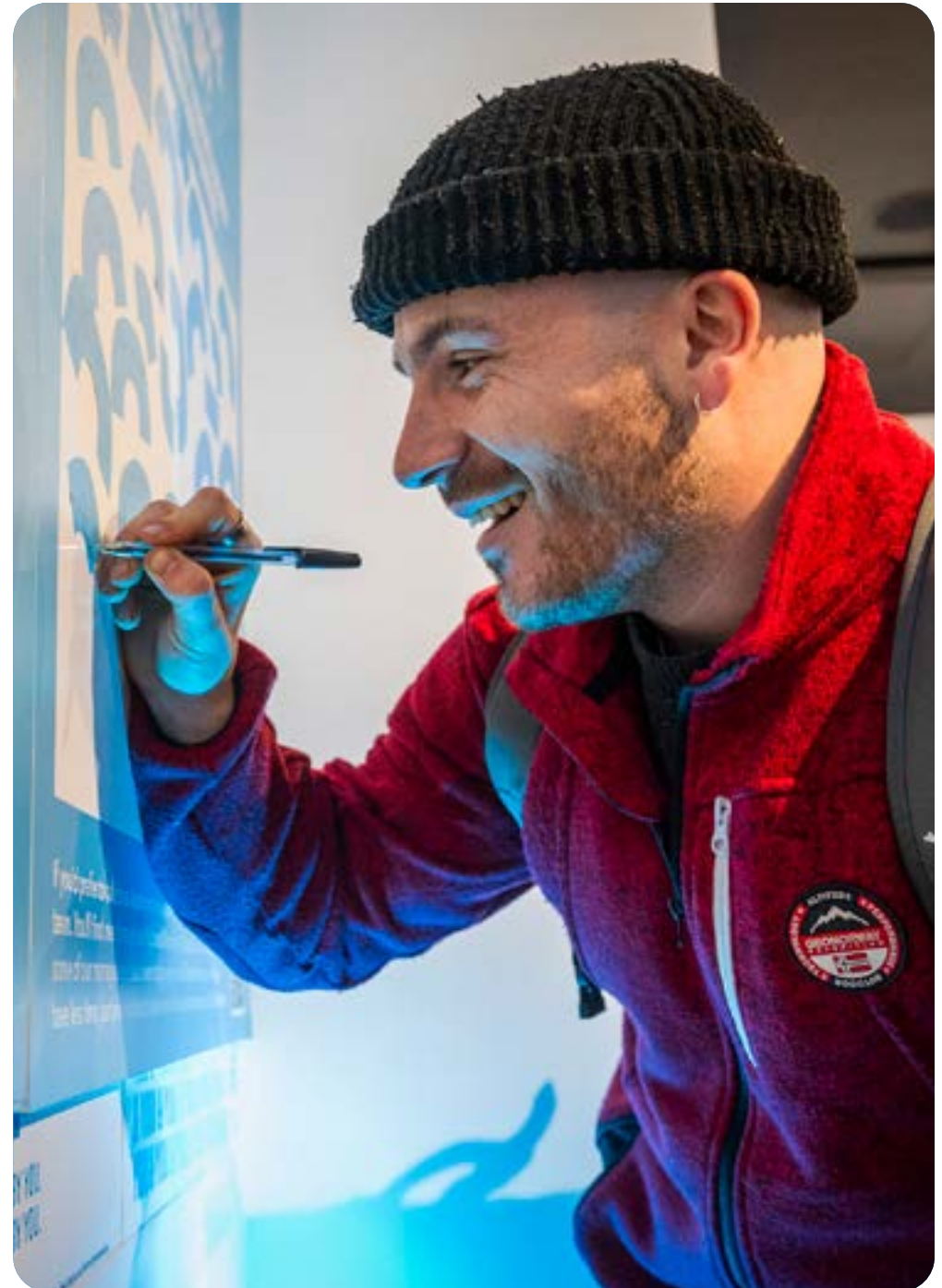
Co-operatives educate and develop their members as well as their staff

CO-OPERATION AMONG CO-OPERATIVES

Co-operatives work together to strengthen the Co-operative Movement as a whole

CONCERN FOR THE COMMUNITY

Co-operatives also work to improve and develop the community, locally and internationally.



BUSINESSES WITHIN THE CO-OP GROUP

To accelerate our growth ambition, explore market opportunities and simplify how we run our business, Co-op has created three core business areas – Food Retail, Business-to-Business and Life Services.

As the UK's leading convenience retailer, our Co-op operates over 2,300 Food stores. Our Business-to-Business function includes the Nisa business, serving more than 4,000 independent retail stores, our growing Franchise operation, and FRTS (Federal Retail Trading Services), which supplies products on a wholesale basis to 13 independent co-operative societies.

CO-OP'S LIFE SERVICES BUSINESS INCLUDES:



CO-OP FUNERALCARE

- one of the UK's leading funeral businesses, with over 800 funeral homes across the UK.



CO-OP LEGAL SERVICES

- the largest regulated provider of wills in the UK which also oversees the largest team of probate solicitors and specialists.



CO-OP INSURANCE

- an award-winning provider with a range of member-designed products including home, car, travel, pet and life insurance.

OUR BUSINESSES ARE ALL UK-BASED, WITH OUR MAIN SUPPORT CENTRE IN MANCHESTER.

OUR MEMBER-OWNERS AND THE VALUE WE CREATE WITH AND FOR THEM

Our members come from all places, all ages and different walks of life.

The value we create for our member-owners focuses on three core areas – the Ownership Value member-owners get from having a say and shaping our Co-op to help us meet their needs and make a difference, the Social Value our member-owners create together for people and planet through trading with us and participating locally, and Economic Value through best in class products and services with exclusive Member Prices, personalised offers and money-can't-buy exclusives.

Our members elect their representatives to the Board and National Members' Council by using their vote. Online or in-person all year-round, they can tell us what matters most to them to inform our plans, learn more about their unique Co-op, select a local community cause to support, design products and services across our businesses, and take part in our campaigns and activations. In 2024

alone, our member-owners took part in their Co-op 1m times to inform our plans, select a local community cause, design products and services or join our campaigns.

The Co-operative Movement has always promoted organisations with a clear social purpose, and our Co-op continues that tradition. A stronger Co-op means stronger communities. We are here to create value for our member-owners, and the communities we serve. We achieve this by running a successful and responsible business. We are a recognised leader for our social goals and community-led programmes. We set high standards for responsible retailing, recently celebrating 30 years, and service. We embrace our responsibility to campaign on issues that matter to our member-owners, customers and colleagues. Between October 2023 and October 2024, we shared £7.4m with more than 2,500 local causes. We're also supporting thousands of young people with opportunities to succeed through our Co-op Foundation charity, Barnardo's partnership,

and The Co-op Academies Trust, which oversees 37 academies with 20,000 students.

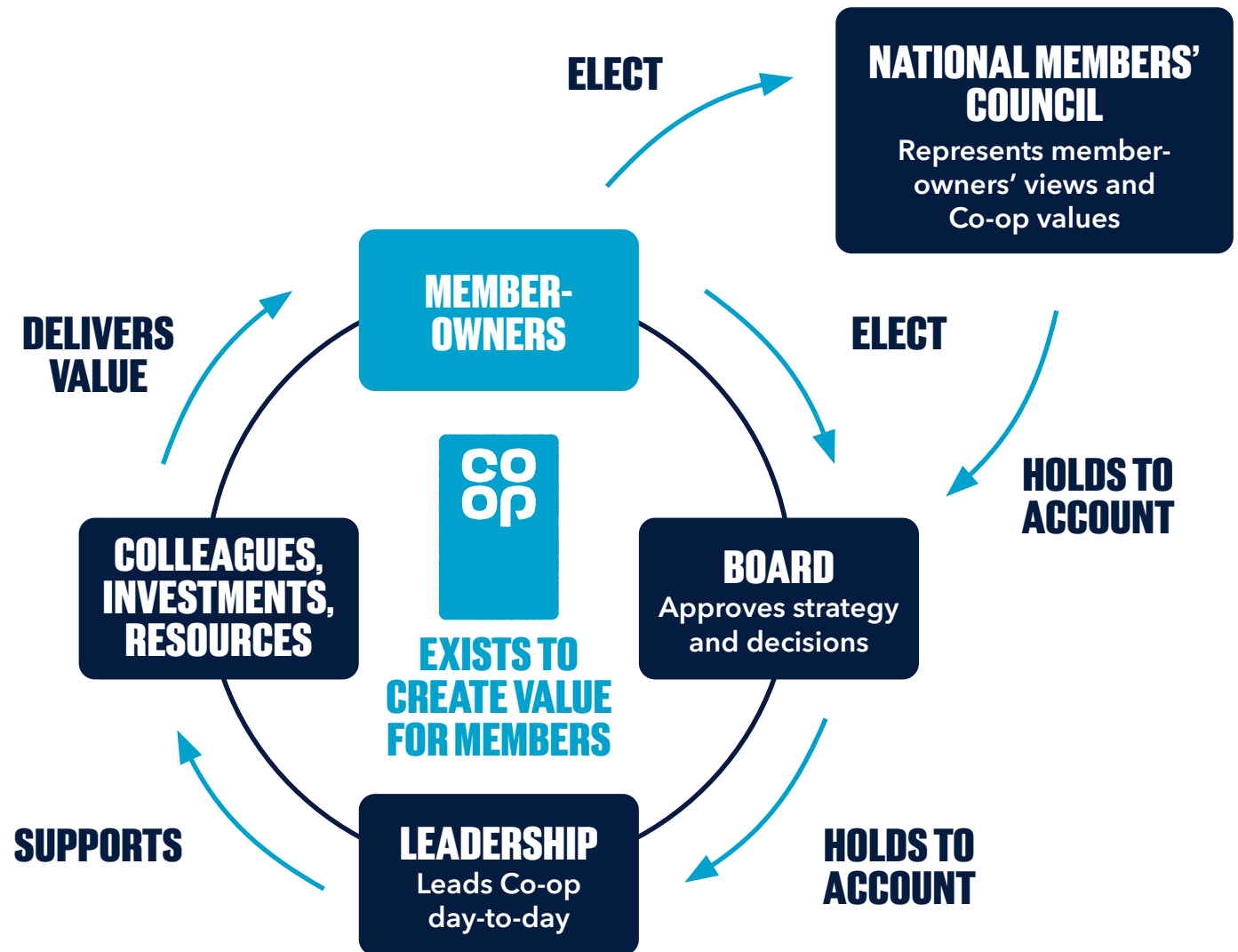


STRATEGY AND FINANCIAL PERFORMANCE

Shirine Khoury-Haq, our CEO, and her leadership team have led significant improvements to Co-op's operational efficiency and, with a relentless focus on strengthening its financial position, they have enabled our Co-op to navigate a highly turbulent external landscape.

This year, the results of the transformation they are leading are evident. 2024 has marked a significant shift for our Co-op, as we began putting the building blocks in place for strategic growth plans across the Group, including increasing our share of the quick commerce market and expanding our presence within the Life Services sector. We have established clear long-term ambitions for 2030 in support of our vision, with the aim of increasing Co-op Membership from 4.4m at the start of 2023 to 8m (having already increased this to 5.9m at the time of writing this document).

For the first half of 2024, our Co-op delivered increased revenues, profits and membership numbers, outperforming the market across all of its business areas, whilst maintaining financial rigor and a strengthened balance sheet. This was despite the many geo-political and economic uncertainties that continue to impact the markets in which we operate and without reducing our focus on Social Value and communities.



ALL OF OUR REPORTS ARE AVAILABLE ON OUR WEBSITE.
OUR 2024 INTERIM REPORT IS THE LATEST UPDATE.

GOVERNANCE

The Co-op Group Board oversees the overall strategy, and all directors are elected or appointed by our member-owners and are accountable to them.

The governance structure includes both the Group Board and the 100-strong National Members' Council, who are also elected by our member-owners as representatives of their views. Our Members' Council meets four times a year in Manchester and throughout the year in committees to hold our Board to account for how our businesses perform and act as a guardian of our purpose and values in the decisions we make.

All directors are required to engage with our member-owners and their representatives on our National Members' Council to answer questions and work together in the interests of our Co-op.

THE BOARD

Our Co-op is led by an experienced board, currently comprising a Chair, two Executive Directors, five Independent Non-Executive Directors (INEDs - one of whom serves as the Senior Independent Director) and four Member Nominated Directors. You can find out more about our Board [here](#).

Executive Directors are Co-op Colleagues and part of our Executive Management Team. They are responsible for managing the day-to-day business. The Board appoints up to two Executive Directors who are then subject to election by members at the first AGM following their appointment, and every three years after that.

Member Nominated Directors (MNDs) are directly elected by members' votes from a small ballot of candidates. Candidates are assessed and approved by a joint committee of our National Members' Council and Board. The term of office for the MND position is three years. Member Nominated Directors can serve a maximum of nine years, or three terms.

INEDs are selected and appointed by the Board, with the appointment confirmed by members at a subsequent AGM. INEDs are then subject to re-election by member-owners every three years thereafter, serving a maximum term of nine years.

Once on our Board, the role, responsibility and accountability of an INED and an MND is the same, regardless of the different routes to appointment. All our directors are highly qualified, with skills reflective of the complexity of the organisation, and must be able to demonstrate a commitment to Co-operative Values and Principles.

BEING A CO-OP DIRECTOR

With a strong Board and a clear vision and strategy in place to deliver significant growth, this is an incredibly exciting time to join the Co-op Group Board. All of our directors have the same core set of responsibilities.

KEY RESPONSIBILITIES

- Contributing broadly to the quality of Board debate by providing appropriate strategic challenge and input and providing external, independent counsel on Co-op affairs and its governance, representing the interests of all stakeholders.
- Scrutinising the performance of leadership in meeting agreed objectives and monitoring the reporting of performance and satisfying him/herself that financial controls and systems of risk management are robust and defensible.
- Promoting the highest standards of governance and compliance and maintaining a clear appreciation of the division between executive and non-executive responsibilities.
- Quickly establishing credibility with the Chair, non-executive colleagues and executive leadership, gaining their confidence as a high-calibre individual who will make an independent contribution to the Board.
- Rapidly gain an understanding of the Co-op, the sectors in which it operates, its strategic priorities and member-owner and stakeholder expectations.

TIME COMMITMENT

The Co-op Group holds seven Board meetings and one Strategy Day, plus the AGM, all of which are held in Manchester. Our Board typically gets together the evening before each meeting for discussion and dinner.

Alongside these, there are a number of other meetings that add to the time commitment, bringing it to a total of 30-35 days. There is an expectation that Board Members will attend at least two meetings of our National Members' Council a year. Directors will also be asked to join one of our Board Committees and to attend selected meetings of Council Committees (Council Committees typically meet over Teams).

As Co-op is a member-owned organisation, all non-executive directors are also required to engage with member-owners. There are numerous opportunities to meet member-owners throughout the year, as well as opportunities to meet colleagues and get to know Co-op's businesses, with directors typically attending Co-op sites and community activities at least three times a year, and in many cases, more frequently.

BECOMING A CO-OP MEMBER NOMINATED DIRECTOR

THE CANDIDATE

All Board Members must demonstrate a genuine commitment to Co-operative Values and Principles, with proven strategic capability and commercial acumen and good communication skills.

To stand for election as a Member Nominated Director, you need to meet the membership criteria and demonstrate that you have the relevant skills and experience and attributes. Newly appointed Board Members are expected to commit sufficient time to complete a comprehensive induction programme within their first year of appointment. This will include a number of site visits.

MEMBERSHIP CRITERIA

Candidates need to have been a Co-op Member-Owner for three years and have accrued 500 trading points (£500) with Co-op in 2024. In exceptional circumstances for very strong candidates, the MND Joint Committee may waive these requirements.



SKILLS, EXPERIENCE AND ATTRIBUTES

To be shortlisted to go forward to a vote of our member-owners, candidates need to show:

- A strong commitment to Co-operative Values and Principles.
 - Strong commercial acumen and a demonstrable track record of success in a relevant discipline, which may have been obtained in the private, public or third sector.
 - Proven strategic skills.
 - Financial and commercial acumen.
 - Some awareness of the operational issues involved in managing a business the size of the Co-op.
 - Strong intellect/intellectual capacity to fulfil the role and communication skills.
 - The personal gravitas, capability and breadth of experience to contribute to Board discussions on a wide variety of topics.
 - A strong profile and reputation, which will be credible with members of the society and the co-operative sector.
 - Excellent powers of persuasion and influencing skills and the courage and judgement to challenge perceived wisdom.
 - Personal integrity and a commitment to act as a role model for Co-op Members.
 - A strong commitment to protect the mutual status of the Co-op Group as a bona fide co-operative business and a passion to ensure that the society is run in the best interests of members for the long term.
 - An excellent understanding of the Co-op Group's democratic structures, its stakeholders and the wider Co-operative Movement.
- Our Co-op was founded on principles of equality and equity, and we continue to lead the way on social mobility, inclusion and belonging and all directors are expected to champion and be a role model for equality and diversity in everything they do.

ROLE RECAP

Location:
Manchester

Remuneration:
£61,500

Time commitment:
30-35 days per annum

Membership eligibility requirements:

Candidates are required to have been a member of our Co-op for at least three years and need to have accrued 500 trading points (£500) with Co-op during the previous year. The MND Joint Committee may make exceptions for very strong candidates

Website:
www.co-operative.coop/mndelection

THE ELECTION PROCESS AND HOW TO STAND AS A CANDIDATE

In 2025, our members will have the opportunity to vote for two Member Nominated Directors to serve a term of office of three years.

Our Member Nominated Directors are directly elected by a ballot of our members, which runs from mid-April to mid-May 2025. Around 3m of our member-owners are eligible to vote and will receive ballot papers and an information booklet, including a statement and video from each MND candidate. The election is run in accordance with the Single Transferable Vote method. The results of the election will be announced at our Annual General Meeting on 17 May 2025, at which point, the successful candidates will take up their appointment.

In order to ensure our member-owners have a choice of qualified candidates to choose from when they vote, MND candidates are shortlisted by a joint committee of our National Members' Council and Board, who undertake a rigorous process to assess all candidates against the criteria set out in this pack.

The final decision on which candidates will go forward to the ballot in 2025 will be made following a Committee Engagement Day for all shortlisted candidates at 1 Angel Square in Manchester on 25 March 2025.

Shortlisted candidates will be required to provide an election address and undertake comprehensive regulatory screening checks before this meeting. The committee will also take into account feedback from the Chair of our Board, Debbie White, and the President of our National Members' Council, Denise Scott-McDonald, who will meet with the shortlisted candidates before the engagement day.

HOW TO APPLY

If you meet the eligibility criteria set out in this pack and would like to apply to stand for election, please complete the **nomination form** by no later than Midday on Friday 31 January 2025.





Experts in leadership. Partners in growth.



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Assignment Manager

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For further assistance or to ask any questions about the role, candidates should contact Warren Partners for a confidential discussion directly via **coopMND@warrenpartners.co.uk** or on **0845 261 0600**.

THANK YOU



OWNED BY YOU.
RIGHT BY YOU.